



# Kansas City International Academy BOARD GOVERNANCE POLICIES

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## The Charter Public School Governing Board Roles and Responsibilities

The board of a charter school is charged with oversight of the charter school. Under Missouri law, a charter school must be a not for profit corporation. This means the charter schools' organizational structure must comply with Chapter 355 and the charter school must file its articles of incorporation and annual statements with the Missouri Secretary of State. Chapter 355 also governs the requirements for a not for profit organization.

### A. Articles of Incorporation

- In order to incorporate the charter school, you must complete and sign Articles of Incorporation then filed with the Missouri Secretary of State's office. The form can be found at <http://www.sos.mo.gov/business/corporations/forms.asp>.
- If you have any questions when completing the charter school's Articles of Incorporation, you should contact an attorney.

### B. Bylaws

Bylaws serve as the board's governance document and provide the parameters for how the board operates. Template by-laws are provided. If they are modified, keep in mind the following requirements:

- **Members**
  - Number of board members (min. 3), qualifications and selection process;
  - Procedures for filling vacancies;
  - Procedures for member removal and resignation;
  - Term limits;
  - Fees and compensation;
- **Officers**
  - Number and titles of officers;
    - You must elect a President (or Chairman), Secretary and Treasurer;
  - Job description;
  - Term limits and procedures for filling vacancies;
- **Meetings**
  - Location and number of meetings to be held each year;

- Policy on specially called board meetings;
- Compliance with the Missouri Sunshine Law regarding meetings, votes and records;
- Quorum and voting rules;
- Rules of order for meetings;
- Detail the board's committee structure including procedures for creating a committee

#### C. The Missouri Sunshine Law (Ch. 610, RSMo)

The public policy of the state is that meetings, records, votes, actions, and deliberations of public governmental bodies be open to the public unless otherwise provided by law. As public schools, charter schools are "public governmental bodies" and are therefore subject to the Sunshine Law regarding its meetings, votes and records, as discussed further, below. The law addresses not only the open/closed issue, but also public notice, accessibility, voting and minutes for meetings, and how and when to respond to public records requests.

##### 1. Adopting a Written Policy

The board (for itself and the charter school) is required to adopt a reasonable written policy in compliance with the law, open to public inspection, regarding the release of information on any meeting, record or vote and any member of the board or employee of the charter school who complies with the written policy is not guilty of a violation of the provisions of the Sunshine Law or subject to civil liability for any act arising out of his adherence to the written policy of the board/charter school.

An example policy is provided in the Appendix

##### 2. Public Meetings

While meetings of teachers or other employees of the charter school are not subject to the public meetings requirement, the board of directors, as the governing body of the charter school, is subject to the public meeting and voting requirements of the Sunshine Law.

When the board's members meet to discuss or decide all matters which relate in any way to the performance of the school's functions or the conduct of its business, or formulate public policy, the public must have notice of the meeting and the meeting must be made open and accessible to the public unless there is an exception allowing it to be closed. The presumption is that the governing board of a charter school will conduct its meeting in a manner accessible to the public.

The most likely exceptions for a charter school board are:

- Leasing, purchase or sale of real estate. However, any minutes, vote or public record approving a contract relating to the leasing, purchase or sale of real estate by a charter school shall be made public upon execution of the lease, purchase or sale of the real estate.
- Legal actions, however any minutes, vote or settlement agreement relating to legal actions, causes of action or litigation involving a charter school or any agent or entity representing its interests or acting on its behalf or with its authority shall be made public upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court, however, the amount of any moneys paid by, or on behalf of, the public governmental body shall be disclosed.
- Hiring, firing, disciplining or promoting of particular employees by a charter school board when personal information about the employee (information relating to the performance or merit of individual employee) is discussed or recorded. However, any vote on a final decision, when taken by a board, to hire, fire, promote or discipline an employee of a charter school shall be made available.
- Scholastic probation, expulsion, or graduation of identifiable individuals, including records of individual test or examination scores; however, personally identifiable student records maintained by public educational institutions shall be open for inspection by the parents, guardian or other custodian of students under the age of eighteen years and by the parents, guardian or other custodian and the student if the student is over the age of eighteen years.
- Specifications for competitive bidding, until either the specifications are officially approved by the public governmental body or the specifications are published for bid.

See § 610.021, RSMo, for a more detailed list of all exceptions and more details on the above exceptions.

Voting to close a public meeting, portion of a public meeting, or a public vote  
No meeting, portion of a meeting, or vote may be closed without an affirmative public vote of the majority of a quorum of the board.

Any meeting or vote closed shall be closed only to the extent necessary for the specific reason announced to justify the closed meeting or vote. The board shall not discuss any business in a closed meeting, record or vote which does not directly relate to the specific reason announced to justify the closed meeting or vote.

An example of a motion to enter into a closed meeting is in the Appendix.

#### Notice to the Public of Public Meetings

Boards shall give notice of the time, date, and place of each meeting, and its tentative agenda, in a manner reasonably calculated to advise the public of the matters to be considered, and if the meeting will be conducted by telephone or other electronic means, the notice of the meeting shall identify the mode by which the meeting will be conducted and the designated location where the public may observe and attend the meeting. If a public body plans to meet by internet chat, internet message board, or other computer link, it shall post a notice of the meeting on its website in addition to its principal office and shall notify the public how to access that meeting. Reasonable notice shall include making available copies of the notice to any representative of the news media who requests notice of meetings of a board concurrent with the notice being made available to the members of the board and posting the notice on a bulletin board or other prominent place which is easily accessible to the public and clearly designated for that purpose at the principal office of the board holding the meeting, or if no such office exists, at the building in which the meeting is to be held.

Notice conforming with the above requirements shall be given at least twenty-four hours, exclusive of weekends and holidays when the facility is closed, prior to the commencement of any meeting of the board, unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given.

When it is necessary to hold a meeting on less than twenty-four hours' notice, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

If a meeting, portion of a meeting, or a vote is to be closed, the above notice to the public must include the time, date and place of such closed meeting or vote and the reason for holding it by reference to the specific exception allowed pursuant to the provisions of section 610.021, RSMo.

See Appendix for a meeting agenda format that can also serve as public notice of the meeting if properly posted, and how to include notice of closed session items in the agenda.

#### Accessibility to Public

The meeting location must be made accessible to the public. If a meeting is conducted via conference call, the board must provide a means for the public to listen to the meeting. If the meeting is conducted by internet chat, internet message board, or other computer link, it must provide a means for the public to access that meeting.



When it is necessary to hold a meeting at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

The board holding a closed meeting shall close only an existing portion of the meeting facility necessary to house the members of the board in the closed session, allowing members of the public to remain to attend any subsequent open session held by the board following the closed session.

The board shall allow for the recording by audiotape, videotape, or other electronic means of any open meeting. The board may establish guidelines regarding the manner in which such recording is conducted so as to minimize disruption to the meeting. No audio recording of any closed meeting or vote shall be permitted without permission of the board.

#### Record of Public Meeting - Minutes

A journal or minutes of open and closed meetings shall be taken and retained by the board, including, but not limited to, a record of any votes taken at such meeting. The minutes shall include the date, time, place, members present, members absent and a record of any votes taken. When a roll call vote is taken, the minutes shall attribute each "yea" and "nay" vote or abstinence if not voting to the name of the individual member of the board.

When a meeting, portion of a meeting, or a vote is closed, the reason for closing must be noted in the minutes.

Meeting minutes are subject to the Public Records Law. Accordingly, closed meeting minutes that will remain closed (are not required to be made public as above) could be separately maintained to ensure they are more easily identifiable and therefore protected from unintentional disclosure.

### 3. Public Records

#### Definition of Public Records:

As a public body, documents retained by the board of a charter school as well as the charter school itself are considered public records. It does not matter whether the charter school created the records so long as it retains them. Public records include hard copies and electronic records, draft documents as well as final versions.

The board of a charter school is only required to produce those records that it currently retains that are responsive to an open records request; the board/school is not required to create a document which does not currently exist in order to respond to an open records request.

"Public records" is broadly defined to include the following:

Any record, whether written or electronically stored, retained by or of any public

governmental body including any report, survey, memorandum, or other document or study prepared for the public governmental body by a consultant or other professional service paid for in whole or in part by public funds, including records created or maintained by private contractors under an agreement with a public governmental body or on behalf of a public governmental body.

The term "public record" shall not include any internal memorandum or letter received or prepared by or on behalf of a member of a public governmental body consisting of advice, opinions and recommendations in connection with the deliberative decision-making process of said body, unless such records are retained by the public governmental body or presented at a public meeting.

Any document or study prepared for a public governmental body, by a consultant or other professional service as described in this subdivision, shall be retained by the public governmental body in the same manner as any other public record.

When can a public record or portion of a record, be closed to the public?

As previously noted, the board must adopt a Sunshine Law Policy applicable to it and to the charter school. It is highly recommended that the policy include the determination that the board/school closes all public records to the extent authorized by law. Without such an affirmative act, the records could be determined to be open, because the exceptions to openness are allowed, not required. *State ex rel. Missouri State Bd. of Pharmacy v. Administrative Hearing Comm'n*, 220 S.W.3d 822 (Mo. App. W.D. 2007).

Public records that may be closed:

Some exceptions likely to apply to a charter school/board that allow closure of public records are:

- Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment, except that this exemption shall not apply to the names, positions, salaries and lengths of service of officers and employees of public agencies once they are employed as such.
- Scholastic probation, expulsion, or graduation of identifiable individuals, including records of individual test or examination scores.
  - **NOTE:** Personally identifiable student records maintained by public educational institutions shall be open for inspection by the parents, guardian or other custodian of students under the age of eighteen years and by the parents, guardian or other custodian and the student if the student is over the age of eighteen years.
- Testing and examination materials, before the test or examination is given or, if it is to be given again, before so given again.



- Confidential or privileged communications between a charter school or its representatives and its attorneys.
- The portion of a record that identifies security systems or access codes or authorization codes for security systems of real property.
- Records that identify the configuration of components or the operation of a computer, computer system, computer network, or telecommunications network, and would allow unauthorized access to or unlawful disruption of a computer, computer system, computer network, or telecommunications network of a public governmental body.
- Sealed bids and related documents, until the bids are opened; and sealed proposals and related documents or any documents related to a negotiated contract until a contract is executed, or all proposals are rejected.
- Existing or proposed security systems and structural plans of real property owned or leased by a public governmental body, and information that is voluntarily submitted by a nonpublic entity owning or operating an infrastructure to any public governmental body for use by that body to devise plans for protection of that infrastructure, the public disclosure of which would threaten public safety:
  - Records related to the procurement of or expenditures relating to security systems purchased with public funds shall be open;
  - When seeking to close information pursuant to this exception, the public governmental body shall affirmatively state in writing that disclosure would impair the public governmental body's ability to protect the security or safety of persons or real property, and shall in the same writing state that the public interest in nondisclosure outweighs the public interest in disclosure of the records; and
  - Records that are voluntarily submitted by a nonpublic entity shall be reviewed by the receiving agency within ninety days of submission to determine if retention of the document is necessary in furtherance of a state security interest. If retention is not necessary, the documents shall be returned to the nonpublic governmental body or destroyed.

See § 610.021, RSMo, for a list of all exceptions, which cover meetings, votes and records.

Public records that must be closed:

Contrast the above with laws that require that records be kept private or confidential and prohibit their disclosure to the public. Examples of records that are required to be confidential/closed to the public are:

- Student education records that are specifically required by federal statute or regulation to be kept confidential, such as under the Family Educational Rights and Privacy Act (FERPA) (20 U.S.C. § 1232g; 34 CFR Part 99) (a general description of FERPA records issues can be found at: <http://www2.ed.gov/policy/gen/guid/fpco/ferpa/index.html>);
  - Schools may disclose, without consent, "directory" information such as a student's name, address, telephone number, date and place of birth, honors and awards, and dates of attendance. However, schools must tell parents and eligible students about directory information and allow parents and eligible students a reasonable amount of time to request that the school not disclose directory information about them. Schools must notify parents and eligible students annually of their rights under FERPA. The actual means of notification (special letter, inclusion in a PTA bulletin, student handbook, or newspaper article) is left to the discretion of each school. Accordingly, unless the school has taken these steps, it is advised to keep school directory information confidential, citing FERPA.
- The Sunshine Law recognizes the existence of such confidentiality mandates through one of its exceptions:
  - "Records which are protected from disclosure by law," § 610.021(14), RSMo.

Appointment of a Custodian of Records:

The Sunshine Law requires a custodian of records be designated by the board.

Responding to a Records Request:

*Does a records request have to be made in a certain manner or format?*

No. While it is preferable to receive a records request in writing, the law does not require a particular format for records requests or even require that they be made in writing. The board/school can offer a form to be used and request that it be used, but it cannot require that the form be used. The custodian is responsible for ensuring all requests for records made to the custodian are responded to, regardless of the format of the request, in the manner required by law. All written requests should be date stamped and immediately presented to the custodian of records (or his or her designee/assistant to ensure a timely response to the request). Oral requests received by the custodian should be immediately recorded in written form to document the same.

*In what format should the custodian respond to a records request?*

It is preferable for the custodian to respond in writing (letter, e-mail) and to retain a copy of the response and any additional documents relating to the request, along with the original request. It is for the protection of the board/school to document the receipt of and response to records requests to be able to show that it complied with the law, if necessary to do so. If documents are produced, ideally, a copy of the produced documents would be kept with the request and response. Another option is to describe the records produced, but that is not the optimal method of documenting the response.

*When and how does the custodian respond to a records request?*

Each request for access to a public record shall be acted upon as soon as possible, but in no event later than the end of the third business day following the date the request is received by the custodian of records of the board/school. If the records are not provided (for inspection, copying or copies provided) within the 3 business days, some other response must be made no later than the 3<sup>rd</sup> business day from receipt:

- If the records are open, and copies can reasonably be produced (or access provided) within 3 business days that should be done in the 3 business day response.
- If the records are closed, and that can be determined within the 3 business days, the 3 business day response should be that the records requested are closed, citing to the bases for closure within 610.021, RSMo (by subsection) and/or other applicable law (such as FERPA).
- If it will take more than 3 business days to access, review and determine whether the records requested are open or closed, or portions may need to be redacted before providing access to or copies of the records, the 3 business day response should state as such, giving a detailed explanation of the cause for further delay and state when and where the records should be available for inspection or copying, providing a reasonable time estimate. Common examples where the custodian reasonably needs more than 3 business days to fully complete the response to the records request may be that the request is for a large volume of records that need to be reviewed and copied or for archived records that take time to be retrieved.

*What if part of the information in requested records is closed, and other parts are open?*

If a public record contains material, which is open as well as material, which is closed, the custodian shall separate the open and closed material and make the open material available for examination and copying. One method of doing this is to redact or block out the closed record portions with a dark marker or an electronic text box. **TIP:** Where hard paper copies are provided, and a marker is used, the custodian should ensure that the redacted material couldn't still be read by holding the paper up to a light. The best solution is to make a copy of the record, redact it with a marker, then make a copy of the redacted page with a copier and destroy the copy

with the original marker redactions. If redacting by whiteout, the fact that parts were redacted should be noted as otherwise it looks like a big blank spot on a document and the recipient cannot be sure if something was redacted there or not.

*When should a custodian provide for inspection of records?*

To reduce the cost to both the requesting party and the school or board, the custodian of records may permit a physical inspection of open records by the requesting party. This may be done when the request is voluminous and the requester wants to review the documents and identify only some documents for copying. The custodian may impose such security as is deemed appropriate to guarantee that no record is removed from the files or marked on.

**Note:** If someone demands to inspect copies of records because he or she does not want to pay for copies, but there is a serious concern about the security of the original records, the best option may be to provide copies to the requester free of charge.

Providing copies of records, and format of the copies

The law states that if records are requested in a certain format, the board/school shall provide the records in the requested format, if such format is available. An example is if someone asks for copies of documents in electronic format, and the documents do exist in electronic format (such as a PDF), then the custodian should provide them in that format, not printing them out and providing hard paper copies.

Charging for copies:

A board or school may charge no more than 10¢ per page for a paper copy not larger than nine by fourteen inches, with the hourly fee for duplicating time not to exceed the average hourly rate of pay for clerical staff of the school. Research time required for fulfilling records requests may be charged at the actual cost of research time. Based on the scope of the request, the school shall produce the copies using employees that result in the lowest amount of charges for search, research, and duplication time.

Fees for providing access to public records maintained on computer facilities, recording tapes or disks, videotapes or films, pictures, maps, slides, graphics, illustrations or similar audio or visual items or devices, and for paper copies larger than nine by fourteen inches shall include only the cost of copies, staff time, which shall not exceed the average hourly rate of pay for staff of the school required for making copies and programming, if necessary, and the cost of the disk, tape, or other medium used for the duplication.

Prior to producing copies of the requested records, the person requesting the records may request the school to provide an estimate of the cost to the person requesting the records.

Documents may be furnished without charge or at a reduced charge when the school/custodian determines that waiver or reduction of the fee is in the public

interest because it is likely to contribute significantly to public understanding of the operations or activities of the school and is not primarily in the commercial interest of the requester;

The custodian may require payment of copying fees prior to the making of copies.

**D. Conflicts of Interest**

As a not for profit entity, the charter school must have a conflict of interest policy that prohibits conflicts. In addition, board members are public officials for purposes of Missouri law and must avoid certain conflicts under the law. A sample conflicts of interest policy is provided. Board members should avoid any participation in decisions of the charter school when even the possibility of a conflict of interest is present.

**APPENDIX A**  
**INSERT OUR BYLAWS**



## APPENDIX B

### Conflict of Interest Policy

The Board of Kansas City International Academy adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations for governing board member conflicts of interest.

#### Article I

##### Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. As a charter school, certain special state conflicts of interest policies apply as discussed herein.

#### Article II

##### Definitions

##### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III

### Procedures

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, s/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Under Missouri law, the following are conflicts of interest. The Board has no discretion on whether these items present a conflict of interest. No person shall be appointed to the board unless they meet the following requirements. Any board member who is in violation of any of these requirements is ineligible to serve and shall immediately forfeit their office:

- a. No member of the Board shall hold any other office or employment from the board while serving as a member of the board.
- b. No member of the board shall have any substantial interest (see section 105.450 RSMo for a definition) in any entity employed by or contracting with the board.
- c. No member of the board shall be an employee of a company that provides substantial services to the charter school.

#### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## Article V

### Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## Article VI

### Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## Article VII

### Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining,

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Article VIII

### Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **APPENDIX C**

### **Sunshine Law (Chapter 610) Policy**

#### **RESOLUTION**

**WHEREAS**, Section 610.023.1, RSMo, provides that a public governmental body is to appoint a custodian to maintain that body's records and the identity and location of the custodian is to be made available upon request; and

**WHEREAS**, Section 610.026, RSMo, sets forth that a public governmental body shall provide access to and, upon request, furnish copies of public records; and

**WHEREAS**, Section 610.028.2, RSMo, provides that a public governmental body shall provide a reasonable written policy in compliance with sections 610.010 to 610.030, RSMo, commonly referred to as the Sunshine Law, regarding the release of information on any meeting, record or vote.

#### **NOW, THEREFORE, BE IT RESOLVED:**

1. That Kirstin Lipari-Braman be and hereby is appointed custodian of the records of Kansas City International Academy and that such custodian is located at 414 Wallace Avenue, Kansas City, Missouri 64125.
2. That said custodian shall respond to all requests for access to or copies of a public record within the time period provided by statute except in those circumstances authorized by statute.
3. That the fees to be charged for access to or furnishing copies of records shall be as hereinafter provided: .10 cents per page duplicated; \$10.00 hourly for clerical staff for duplicating time; \$10.00 hourly for research time.
4. That it is the public policy of Kansas City International Academy that meetings, records, votes, actions and deliberations of this body shall be open to the public unless otherwise provided by law.
5. That Kansas City International Academy hereby closes all public records to the extent authorized by law.
6. That Kansas City International Academy shall comply with sections 610.010 to 610.030, RSMo, the Sunshine Law, as now existing or hereafter amended.



## APPENDIX D

### Board Meeting Agendas

The Board of Kansas City International Academy adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations for formulation of Governing Board agendas for official meetings of the Board...

#### SECTION 1. Development of Agendas

SECTION 1.1. Agendas shall be developed by the Board President, in consultation with the Superintendent and the Executive Committee.

#### SECTION 2. Agenda Format

SECTION 2.1. The agenda shall contain the following, as appropriate:

- a) Call to order
- b) Reading and acceptance of minutes from last meeting
- c) Committee reports
- d) Special orders (important business designation for consideration at this meeting)
- e) Unfinished business
- f) New business
- g) Announcements
- h) Open floor (optional)
- i) Adjournment

**Note:** If any of the agenda items is to be a closed session, that fact must be noted, with a reference to the statutory basis for closing that portion of the meeting and a general description (E.g., Closed session to discuss matters regarding individually identifiable personnel, to be closed pursuant to § 610.021(3) and (13), RSMo.)

SECTION 2.2. The agenda shall include at the top the name of the board, the location of the meeting and the date and start time of the meeting. The Agenda shall be posted to the public at the school offices and at the location of the meeting at least 24 hours before the time specified for the meeting. If the meeting will be conducted by telephone or other electronic means, the location where the public may observe and attend the meeting or directions to access the meeting electronically must be provided.

## APPENDIX E

### Motion to Enter into Closed Session

The Board of Kansas City International Academy adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations for conducting executive (closed) session meetings.

*Example motion to enter into a closed session:*

"I move that this meeting be closed, and that all records and votes, to the extent permitted by law, pertaining to and/or resulting from this closed meeting be closed under Section 610.021, subsection(s) \_\_\_, RSMo, for the purpose of (insert the language of the provision(s) cited)."

There must be a roll call vote to go into closed session or meeting and the vote and the basis for going into closed session must be included in the open meeting minutes.

*Please note that the public governmental body should only cite those subsections that are applicable to the material it intends to close (not a standard list of several subsections).*

## **APPENDIX G**

### **Board Orientation**

The Board of Kansas City International Academy adopts the following policy, effective on the date of adoption by the Board.

This policy will establish expectations for orienting new Governing Board members to roles and responsibilities, legal duties, as well as best practices in board service.

#### **SECTION 1. Board Orientation**

**SECTION 1.1.** Within 60 days, new members to school's board shall participate in a formal training session provided by an agency qualified to provide training specific to charter schools and non-profit governance. At a minimum, this training shall include:

- Fiduciary Responsibilities of Boards
- Roles and Responsibilities
- Board Accountability
- Conflict of Interest
- Open Meetings and Open Records
- Best Practices in Charter School Governance

**SECTION 1.2.** Periodically or as required by law, the entire school board shall participate in a review of the topics covered in the orientation and specific topics relevant to efficient and effective board governance.

#### **SECTION 2. Board Orientation Manual**

**SECTION 2.1.** Each new board member shall receive a board orientation manual consisting, at a minimum, of the information listed below. Board manuals shall be periodically updated.

- Board By-laws
- Board Policies
- Code of Ethics for Board Members
- Conflict-of-Interest Policy
- Organization Chart
- Rules and Responsibilities of the Board
- Job Description of Officers and Other Members
- Committees
- Board Members, Biographies, and Contact Information
- Strategic Plan
- Charter Document including Performance Goals and Objectives

- Board Calendar
- Financials
- Fundraising Plan

## APPENDIX H

### Board Member Development Opportunities

The Board of a Kansas City International Academy adopts the following policy, effective on the date of adoption by the Board.

This policy supports the school board's commitment to continuous growth and development of its board members to effectuate effective governance practices leading to high student achievement outcomes and strong stewardship of public funds.

#### SECTION 1. Scope of Activities

SECTION 1.1. The board regards the following as the kinds of activities and services appropriate for implementing this policy:

- Participation in conferences, workshops, and conventions held by state and national associations supporting charter schools, non-profits, or other related organizations
- Authorizer-sponsored training sessions provided for or required for board members
- Subscriptions to publications related to topics relevant to governance, charter schools, school reform, or other related topics.
- Speakers addressing topics of interest expressed by the board

#### SECTION 2. Board Development Requirements

SECTION 2.1. Each board member shall attend at least [1 day/\_8\_\_ hours] of professional training annual. The school may require evidence of participation or certificates of completion to demonstrate the requirement has been satisfied.

#### SECTION 3. Appropriation of Funds

SECTION 3.1. The school's board shall appropriate adequate funds in the school's annual approved budget to support and promote professional development opportunities for each of its board members and to satisfy the provisions of this policy.

## APPENDIX I

### Board Conduct

The Board of Kansas City International Academy adopts the following policy, effective on the date of adoption by the Board.

This policy establishes expectations of ethical conduct by members serving on the school's board. The school's board collectively and its members individually shall at all times operate in the most ethical and conscientious manner possible.

#### SECTION 1. Board Authority Over Individual Authority

SECTION 1.1. Authority of the board rests only with the board as a whole and not with any individual board member unless expressly provided for in the board's by-laws and/or through board resolution. As such, each member shall act accordingly.

SECTION 1.2. The board vests authority for management of the school in the Superintendent and in good faith, shall not undermine the authority of the Superintendent or intrude into responsibilities that appropriately belong in the scope of management, including, but not limited to such functions as hiring, transferring, or dismissing employees.

SECTION 1.3. The board shall make reasonable efforts to keep the Superintendent informed of concerns or specific recommendations that any member of the board may bring forth to the board as a whole or a committee of the board.

SECTION 1.4. The board shall honor the established protocol and respective policy related to student, parent, or staff grievances.

#### SECTION 2. Duties and Responsibilities

SECTION 2.1. Board members agree to communicate on board related correspondence in a timely manner defined as no more than 24 hours.

SECTION 2.2. Board members shall reflect through action that their utmost concern is for the welfare of the students served by the school.

SECTION 2.3. Each member shall work diligently to uphold the mission of the school, to be an ambassador in the community for the school, and support the appropriate and efficient use of resources, including financial and human capital.

SECTION 2.4. Each board member shall uphold and enforce laws, rules, regulations, and other mandates pertaining to public charter schools.

#### SECTION 3.0. Accountability to Stakeholders and Community Relations



SECTION 3.1. Board members shall at all times maintain transparency in matters protected by law and shall endeavor to provide information in a timely, concise, and relevant manner to all stakeholders.

SECTION 3.2. Each board member shall be a positive ambassador for the school in the community and shall seek partnerships that enhance the school's programs, services, and resources.

SECTION 3.3. Board members shall regularly and systematically communicate information to stakeholders including, but not limited to academic achievement and fiscal health of the school.

SECTION 3.4. Board members shall, in a timely manner, communicate to the board expressions of public reaction to board policies and school programs.

#### SECTION 4. Policy Development

SECTION 4.1. Board members shall regularly review and revise policies that improve the programs, services, safety, and practices of the school.

SECTION 4.2. Each board member shall make policy related decisions only after full discussion at publicly held board meetings following an established policy or procedure formally adopted by the board.

#### SECTION 5. Board Meetings

SECTION 5.1. To ensure proper execution of duties and active engagement in the work of the board, board members shall attend no less than [75%] all board meetings and functions sponsored by the board.

SECTION 5.2. To ensure proper execution of duties and active engagement in the work of the board, board members shall attend all meetings fully prepared to actively discuss and deliberate on matters requiring board attention or resolution. This extends to fully reviewing all documentation provided in advance of board meetings including meeting agendas, minutes, and attached documentations supporting board discussion or action.

SECTION 5.3. Board members shall work in a spirit of harmony and cooperation in spite of differences of opinion or philosophy that may arise during discussion and resolution of issues.

SECTION 5.4. Each member shall comply with the provisions of the Open Meetings Act related to participating in executive/closed sessions.

SECTION 5.5. Board members shall maintain confidentiality of all discussions and other matters pertaining to board business during executive sessions of the board or related to matters or information protected by law.

SECTION 5.6. Each member shall in good faith make decisions related to the greater good as opposed to any particular segment or group.

SECTION 5.7. Each board member shall engage fully in discussion prior to casting a board vote and shall vote only on matters where the member has full understanding and adequate and appropriate information to make an informed decision.

SECTION 5.8. After casting a vote on any issue, each member agrees to abide by and support all majority decisions of the board.

## SECTION 6. Personnel

Section 6.1. Board members shall only consider employment of personnel after receiving and fully considering the recommendation of the Superintendent.

SECTION 6.2. Consideration for employment of the Superintendent shall be made based on the needs and interests of the school. Decisions shall be made based on qualifications, experience, philosophy, verifiable performance, and fiscal feasibility related to compensation. All hiring decisions shall be made in accordance with the Equal Opportunity Employment Act and shall not be made based upon race, gender or national origin or other factors prohibited by law.

SECTION 6.3. Board members shall ensure regular and impartial evaluations of all staff and the appropriate supervisor or supervising body shall provide timely, written feedback related to formal evaluations.

## SECTION 7. Financial Governance

SECTION 7.1. Board members shall refrain from and guard against use of any board member for personal or partisan gain or to benefit any person or entity over the interest of the school. Such gain refers to more than nominal or incidental amounts which would tend to impair or hinder independent judgment or action in the performance of official duties.

SECTION 7.2. Each board member shall require and regularly review financial information and shall ensure proper stewardship of public funds related to appropriate, efficient, and responsible use. In addition, each member shall carefully protect and monitor the fiscal health of the school and support actions which ensure sustainability of the school.

## SECTION 8. Board Member Conduct

SECTION 8.1. Each board member shall conduct him or herself publicly in a manner befitting a public official and shall remember that personal actions and behavior reflect upon the school.

SECTION 8.2. Members shall communicate with fellow board members, staff, parents, and community members in a respectful, professional manner at all times.

**SECTION 8.3.** Each member shall refrain from any private action which would compromise the integrity, honor, function, or reputation of the board or the school.

**SECTION 8.4.** Every member of the board shall annually file a written statement acknowledging that he or she is in compliance with this Code of Ethics and supports the responsibilities of board service.

## **APPENDIX J**

### **Governing Board Records**

The Board of Kansas City International Academy adopts the following policy, effective on the date of adoption by the Board.

This policy establishes provisions for maintaining official Governing Board records.

#### **SECTION 1. Custody of Records**

**SECTION 1.1.** All official records of the Governing Board shall be kept and safeguarded by the Superintendent who shall also be responsible for the safekeeping of all official papers, including titles, contracts, obligations, and other documents which belong to the Board or pertain to its business.

#### **SECTION 2. Records Availability for Inspection**

**SECTION 2.1.** Governing Board records such as official minutes of the Board, its written policies, and its financial records shall be open for the inspection of any member of the community desiring to examine them during school hours.

**SECTION 2.2.** Records pertaining to individual students or staff members shall not be released for inspection by the public or any unauthorized persons, either by the Superintendent or other persons responsible for the custody of confidential files.

#### **SECTION 3. Records Retention**

**SECTION 3.1.** Records retention of Governing Board records shall follow the school's records retention schedule, which is compliant with state records retention mandates.

#### **SECTION 4. Copies of Board Documents**

**SECTION 4.1** Any member of the public community who requests copies of the Board documents shall be charge \$.10 per copy.

## **APPENDIX F**

### **GUIDELINES FOR BOARD SELECTION**

In consideration of:

- A. Membership of 3 minimum and 19 maximum, and the
- B. Obligations, expectations, and qualities desired for board composition, one or more current members may present the resume of a prospective Board member to the Board. Members will interview the candidate and submit application to the entire Board with recommendation.

The Board may vote admission, and the invitation extended to the candidate, with explanation of the necessary background check. An FBI and DFS (Division of Family Services) background check will be made.

Sex offenders are prohibited from serving on the Board. Should any current Board member become, or is discovered to already be a registered or required to be registered sex offender, that person will be removed from the Board immediately.